

Exhibit F

Market America Employee Handbook

F. LEAVING MARKET AMERICA

1. RESIGNATION

When an employee decides to leave for any reason, his/her manager and the Human Resources Department would like the opportunity to discuss the resignation before final action is taken. Market America often finds during this conversation that another alternative may be better. If, however, after full consideration the employee decides to leave, it is requested that the employee provide the Company with a written two-week advance notice period (bear in mind that PTO days should not be used in the two-week notice period).

2. DISMISSALS

Every Market America employee has the status of "employee-at-will," meaning that no one has a contractual right, express or implied, to remain in Market America's employ. Market America may terminate an employee's employment, or an employee may terminate his/her employment, without cause, and with or without notice, at any time for any reason. No manager or other representative of the Company (except the COO or the CEO/President) has the authority to enter into any agreement for employment for any specified period of time, or to make any agreement contrary to the above.

THE FOLLOWING GUIDELINES MAY BE APPLIED AT THE DISCRETION OF MARKET AMERICA'S MANAGEMENT:

a. Immediate Dismissal/Misconduct

Any employee whose conduct, actions or performance violates or conflicts with Market America's policies may be dismissed immediately.

The following are some examples:

- Breach of trust or dishonesty
- Conviction of a felony
- Willful violation of an established policy or rule
- Falsification of Company records
- Gross negligence
- Insubordination
- Undue and unauthorized absence from duty during regularly scheduled work hours
- Larceny or unauthorized possession of, or the use of, property belonging to any co-worker, visitor, or customer of Market America
- Possession of dangerous weapons on Market America property or at any Market America-related or sponsored event
- Unauthorized possession, use or copying of any records that are the property of Market America
- Marring, defacing or other willful destruction of any supplies, equipment or property of Market America, employees, customers, vendors, and distributors.
- Theft
- Sleeping on duty
- Unsafe work practices

This list is intended to represent the types of activities that may result in disciplinary action. It is not exhaustive, and is not intended to be comprehensive and does not change the employment-at-will relationship between the employee and the Company.

b. Discipline other than Immediate Dismissal

All employees are expected to meet Market America's standards of work performance. Work performance includes factors such as attendance, punctuality, personal conduct, job proficiency and general compliance with the Company's policies and procedures.

If an employee does not meet these standards, the Company may, under appropriate circumstances, take corrective action, other than immediate dismissal.

The intent of corrective action is to formally document problems while providing the employee with a reasonable time within which to improve performance. The process is designed to encourage development by providing employees with guidance in areas that need improvement such as poor work performance, attendance problems, personal conduct, general compliance with the Company's policies and procedures and/or other disciplinary problems.

1) Verbal Warnings

A verbal warning is a discussion, led by the manager, with an employee in an effort to identify and correct specific conduct or performance situations. Though noted as a verbal warning, the manager will document the date and content of the discussion for both parties.

2) Written Warnings

A written warning, presented to the employee by the manager, is intended to clearly identify the specific conduct or performance that is the reason for the warning and to tell the specific performance or conduct improvements that must be made. The written warning may provide a timeline within which the employee must show improved performance or conduct. The written warning will tell the consequences of failing to make the required improvements/corrections in the timeline indicated. The employee should include any additional comments and acknowledge receipt of the warning by signing the document. A record of the discussion and the employee's comments will be placed in the employee's personnel file in the Human Resources Department.

Employees who have had formal written warnings are not eligible for salary increases, bonus awards, promotions or transfers until the performance improves.

3. POST RESIGNATION/DISMISSAL PROCEDURES

a. Exit Interview

The Human Resources Department will conduct an exit interview with all employees leaving the Company on the employee's last day of employment and will arrange the return of Company property including:

- Company Access Badge
- Office and vehicle keys
- Company-issued credit cards
- Company manuals
- Company computers, devices, and equipment
- Any additional Company-owned or issued property

In order to receive a disbursement of any amounts due from the Retirement Plan, the employee is required to complete and sign a distribution form and submit it to the Human Resources Department. Specific information will be provided at the exit interview.

Employees may choose the continuation or waiver of comprehensive medical coverage and dental coverage under COBRA. Specific information will be provided at the exit interview.

b. Benefits

Benefits (Life, Medical and Dental) end on your last day of employment at midnight. An employee has the option to convert to individual life insurance, and/or to continue Medical/Dental Benefits in accordance with the Consolidated Omnibus Budget Reconciliation Act ("COBRA") regulations.

c. Final Paycheck

Employees leaving the Company must return office keys, corporate credit cards, cell phones, computer equipment, etc., on their last day of employment. If the Company property is not returned, the final paycheck will reflect the appropriate deductions.

d. Retirement Plan

If an employee is in the retirement plan, information regarding this plan will be provided at the exit interview.